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In the office of the Secretary of State
of the State of California

OCT 7 1969

FRANK M. KADAN, Secretary of State

by Ralph B. Martin
Emj Deputy

ARTICLES OF INCORPORATION
OF
AMERICAN PACESETTER, INC.

ARTICLE I

The name of this corporation is:
AMERICAN PACESETTER, INC.

ARTICLE II

The principal office for the transaction of
business of this corporation is to be located in the
County of Los Angeles, State of California.

ARTICLE III

The purposes for which this corporation is
formed, the specific business in which the corporation
is primarily to engage being set forth in paragraph (a)
below, are as follows:

(a) To engage primarily in the business of
purchasing, improving, developing, and selling raw
land, and constructing and selling homes.

(b) To manufacture, fabricate, assemble, to take,
purchase, lease and otherwise acquire, to own, hold,
use, sell, assign, transfer, exchange, lease and other-
wise dispose of, and to invest, trade, deal in and with
goods, wares and merchandise and supplies and all other
personal property of every class and description.

(c) To take, purchase, contract for, lease or
otherwise acquire, and to own, use, hold, manage, work,

Restriction of right
to amend articles
Yes

(No)

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improve, cultivate, develop, farm, subdivide, invest in, trade and deal in and with, sell, convey, exchange, lease, mortgage or otherwise hypothecate or dispose of real estate, real property, improvements thereon and any interest, estate or right therein and to erect, construct, rebuild, alter, improve and maintain buildings, structures, and improvements of every kind, character, and description thereon.

(d) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, sell, exchange, pledge, mortgage or otherwise dispose of or deal in all kinds of stocks, bonds, mortgages, trust deeds, debentures, trust receipts, certificates of beneficial interest, notes and other securities, obligations, contracts, choses in action, and evidences of indebtedness generally of any corporations, associations, firms, trusts, persons, governments, states, colonies, municipalities or other organizations; to receive, collect, and dispose of interest, dividends and income upon, of, and from any of the foregoing and any other property held or owned by it; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such stocks or other securities or obligations, including the right to execute consents and vote thereon for any and all purposes, and to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof and

to guarantee the same or become surety in respect thereto and to aid by loan, subsidy, guaranty or otherwise those issuing, creating, or responsible for the same and to exercise any and all said powers, either on its own account or with or as agent for other persons, firms, corporations, or other organizations; and in connection with or in furtherance of any of the business of the corporation, to guarantee or become surety on the obligations, securities, or contracts of any other person, firm or corporation.

(e) To promote, organize, aid, or assist, financially or otherwise, persons, firms, associations, corporations, or syndicates engaged or to engage in any business whatsoever, to the extent now or hereafter permitted by the laws of the State of California; and to a like extent to assume, guarantee or underwrite their securities, or principal, interest, dividends, or sinking fund obligations in respect thereof or the performance of all or any of their other obligations.

(f) To organize or cause to be organized, under the laws of any state, district, territory, province, or government, corporations or associations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up and liquidate, merge or consolidate any such

corporations or associations, or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

(g) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise hypothecate or dispose of:

1. Any and all inventions, devices, processes and improvements and modifications thereof;

2. Any and all letters patent of the United States or of any other country, state, territory or government and all rights connected therewith or appertaining thereto;

3. Any and all copyrights, granted by the United States or any other country, state, territory or government;

4. Any and all trademarks, trade names, trade symbols, and other indications of origin and ownership whether or not granted by or recognized under the laws of the United States or of any other country, state, territory, or government.

(h) To enter into contracts of all kinds with any person, firm or corporation, public or private, and to purchase, lease, or otherwise acquire any and all rights,

privileges, franchises, concessions, patents, and inventions.

(i) To borrow money and to issue bonds, debentures, or obligations, secured or unsecured, of the corporation from time to time, for moneys borrowed or in payment for property purchased or otherwise, in connection with any operations of this corporation; to secure any of the same by mortgage or mortgages upon or by deed or deeds of trust or pledges of any or all property, real or personal, of the corporation, wherever situated, acquired or to be acquired and to sell or otherwise dispose of any or all such bonds, debentures, and obligations in such manner and upon such terms as may be deemed judicious by the Board of Directors.

(j) To lend money and negotiate loans and generally to carry on, conduct, promote, operate, and undertake any business, undertaking, transaction, or operation commonly carried on, conducted, promoted, operated or undertaken by capitalists, financiers, contractors and builders, insurance brokers and agents, loan brokers and agents, real estate agents, brokers, dealers, subdividers, and promoters, and securities brokers and agents.

(k) To acquire and pay for in cash, stocks or bonds of this corporation, or otherwise, the good will, business, rights, assets, and property and to undertake

or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation; to acquire any property or business as a going concern or otherwise, (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any other manner; to hold or in any manner dispose of or hypothecate the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, or disposition of such business.

(1) To sell, lease, assign, transfer, or convey the business, franchises, good will, and property of the corporation as a whole or in parts thereof and to receive in exchange therefor shares of stock, bonds, debentures, or other evidences of ownership or indebtedness issued by any corporation, association, or individual and upon dissolution or otherwise to distribute such securities and any others which it may then own, among its stockholders as their interests may appear without the necessity of the liquidation thereof.

(m) To purchase, hold, sell, transfer, pledge, hypothecate, and reissue the shares of its own capital stock as far as it may lawfully do so.

(n) To act as financial, commercial, or general agent, factor, or representative, under power of attorney, or otherwise, of individuals, partnerships, trustees, firms, associations, joint stock companies, corporations or syndicates, and as such to develop and extend their business and to aid in any of their lawful enterprises insofar as a corporation organized under the laws of the State of California may lawfully do so.

(o) To participate in syndicates of all kinds, and to make and carry out contracts of underwriting of the securities of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, or of any combination, organization, or entity, domestic or foreign, and to act as manager of any underwriting or purchasing or selling syndicate.

(p) To buy, exchange, contract for, lease, and in any and all other ways acquire, take, hold, and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil royalties, oil wells, gas wells, oil lands, gas lands and other real property, and rights and interests in and to real property, and to manage, operate, maintain, improve, and develop the said properties and each and all of them.

(q) To enter into, maintain, operate or carry on in all of its branches the business of mining and of drilling, boring, and exploring for, producing, refining, treating, distilling, manufacturing, handling and dealing in, buying and selling petroleum, oil, natural gas, asphaltum, bitumen, bituminous rock, and any and all other mineral and hydrocarbon substances, and any and all products or by-products which may be derived from said substances or any of them; and for such or any of such purposes to buy, exchange, contract for, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate mines, refineries, tanks, machinery, pipelines, telegraph and telephone lines, wharves, steam and other vessels or watercraft of every kind, character and description, and otherwise to deal in, operate, establish, promote, carry on, conduct and manage any and all other property and appliances that may in anywise be deemed advisable in connection with the business of the corporation or any branch thereof, or that may be deemed convenient at any time by the officers or Board of Directors of the corporation.

(r) To carry on any business whatsoever, either as principal, agent, joint venturer or partner, which this corporation may deem proper or convenient in connection

with the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; and to conduct its business in the State of California, in other states, in the District of Columbia, in the territories and possessions of the United States, and any foreign countries and other parts of the world.

(s) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes, objects and powers, and the enumerations of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

ARTICLE IV

This corporation is authorized to issue one class

of shares of stock. The total number of such shares shall be Two Thousand Five Hundred (2,500) shares of stock; the aggregate par value of said shares shall be Twenty-Five Thousand Dollars (\$25,000.00) and the par value of each of such shares shall be Ten Dollars (\$10.00).

ARTICLE V

The Board of Directors of this corporation shall be three (3) in number, and the names and addresses of the persons appointed to act as the first directors are as follows:

Thomas W. Dobson
615 South Flower Street
Los Angeles, California 90017

Bruce R. Lederman
615 South Flower Street
Los Angeles, California 90017

David H. Vena
615 South Flower Street
Los Angeles, California 90017

The number so stated shall constitute the authorized number of directors until changed by an amendment to these Articles of Incorporation, or by a By-Law or an amendment to the By-Laws of this corporation. Authority is hereby given for the adoption of a provision in the By-Laws concerning the number of directors of the corporation and changes therein.

ARTICLE VI

Except as otherwise provided by law, these Articles

of Incorporation may be amended upon the adoption of a resolution providing for such amendment by a majority vote of the Board of Directors and the approval thereof either before or after the adoption of the resolution by the Board of Directors, by the vote or written consent of the shareholders holding at least a majority of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 10th day of September, 1969.


Thomas W. Dobson


Bruce R. Lederman


David H. Vena